

M1800000 8097

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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2018 DEC 14 A 1:39  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

FILED

11/3/19 AS

December 5, 2018

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Entity Name Change: From Consolidated Health Plans, LLC to Wellfleet Group, LLC

Dear Madam/Sir:

Consolidated Health Plans, LLC, Third Party Administrator, licensed in Florida, has changed its name to Wellfleet Group, LLC effective immediately. We are also replacing retiring Manager Daniel J. Landrigan with Anthony A. Bowser

In support of this change, I have attached the following:

- Amendment to Certificate of Authority
- \$30 check (\$25 filing fee, \$5 Certificate of Status)
- Written Consent in Lieu of a Meeting of the Members of Consolidated Health Plans, LLC Officer Replacement
- Written Consent in Lieu of a Meeting of the Board of Managers of Consolidated Health Plans, LLC - entity name change
- Certificate of Good Standing from our home state of Massachusetts

Would you please process this change and provide confirmation of completion?

If you have any questions or need further information, please do not hesitate to contact me.

Thank you.

Sincerely,

*Rosemary Ryan*

Rosemary Ryan  
Legal Supervisor  
[RRyan@CHPemail.com](mailto:RRyan@CHPemail.com)  
413-733-4540, ext. 133

FILED  
2018 DEC 14 AM 11:54  
TALLAHASSEE, FL  
CLERK OF COURT

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Consolidated Health Plans, LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rosemary Ryan

Name of Person

Wellfleet Group, LLC fka Consolidated Health Plans, LLC

Firm/Company

2077 Roosevelt Avenue

Address

Springfield, MA 01104

City/State and Zip Code

rryan@chpemail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rosemary Ryan

Name of Person

at ( 413 ) 733-4540, ext. 133

Area Code & Daytime Telephone Number

### STREET/COURIER ADDRESS:

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

### MAILING ADDRESS:

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

### Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☒ \$30 Filing Fee &  
Certificate of Status

☐ \$55 Filing Fee &  
Certified Copy

☐ \$60 Filing Fee,  
Certificate of Status &  
Certified Copy

FILED  
2018 DEC 14 A 1:19  
TALLAHASSEE, FLA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE  
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN FLORIDA**

**SECTION I (1-4 must be completed)**

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Consolidated Health Plans, LLC

Enter new principal office address, if applicable: \_\_\_\_\_

(Principal office address  
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: \_\_\_\_\_

(Mailing address  
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M18000008097

3. Jurisdiction of its organization: Massachusetts

4. Date authorized to do business in Florida: 3.17.2009

**SECTION II (5-9 complete only the applicable changes)**

5. New name of the limited liability company: Wellfleet Group, LLC  
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_

*Enter Florida Street Address*

\_\_\_\_\_, **Florida**

\_\_\_\_\_, *City*

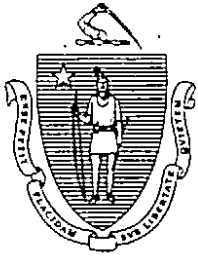
\_\_\_\_\_, *Zip Code*

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

\_\_\_\_\_  
If Changing Registered Agent, Signature of New Registered Agent





William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

November 15, 2018

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

**WELLFLEET GROUP, LLC**

in accordance with the provisions of Massachusetts General Laws Chapter 156C on April 10, 2018.

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are  
**TIMOTHY J. KENESEY, ANDREW M. DIGIORGIO, ANTHONY BOWSER**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **TIMOTHY J. KENESEY, ANDREW M. DIGIORGIO, ANTHONY BOWSER, BETSY M. STEVENS, BRADLEY G. NEWELL, ANGELA M. ADAMS**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **TIMOTHY J. KENESEY, ANTHONY BOWSER, DANIEL J. LANDRIGAN**

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth



**WRITTEN CONSENT  
IN LIEU OF A MEETING  
OF THE MEMBERS OF  
CONSOLIDATED HEALTH PLANS, LLC**

The undersigned, constituting all of the members of Consolidated Health Plans, LLC, a Massachusetts limited liability company (the "Company"), acting by unanimous written consent without a meeting, hereby consent to the adoption of, and adopt, the following resolutions as resolutions of the sole shareholder of the Company and direct the Secretary of the Company to place a copy of this written consent in the minute book of the Company.

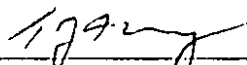
RESOLVED, that the resignation of Daniel J. Landrigan effective after September 30, 2018 is hereby acknowledged.

RESOLVED, that as of October 1, 2018, the following individual is hereby elected as a manager of the Company, to serve until the next annual meeting of the members of the Company and until his respective successor is elected and qualified:

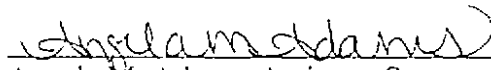
Anthony A. Bowser

RESOLVED, further, Anthony A. Bowser is elected Vice Chairman of the Board.

Dated October 1, 2018

  
\_\_\_\_\_  
Timothy J. Kencsey, President  
The Medical Protective Company  
Representing all members of Consolidated Health Plans, LLC

ATTEST:

  
\_\_\_\_\_  
Angela M. Adams, Assistant Secretary

**FILED**  
2018 DEC 14 A 1:19  
TALLAHASSEE, FL

WRITTEN CONSENT  
IN LIEU OF A MEETING  
OF THE BOARD OF MANAGERS OF  
CONSOLIDATED HEALTH PLANS, LLC

The undersigned, constituting all of the members of the Board of Managers of Consolidated Health Plans, Inc., a Massachusetts limited liability company (the "Company"), acting by unanimous written consent without a meeting, hereby consent to the adoption of, and adopt, the following resolutions as resolutions of the Board of Managers of the Company and direct the Secretary of the Company to place a copy of this written consent in the minute book of the Company.

RESOLVED, that the change of the name of the Company to Wellfleet Group, LLC is hereby approved, ratified and confirmed.

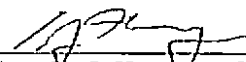
RESOLVED, that the officers and managers of the Company are hereby authorized to take any and all actions and execute any and all documents in order to effectuation the change of the Company's name to Wellfleet Group, LLC.

RESOLVED, that the First Amendment to Certificate of Organization, attached hereto as "Exhibit A," is hereby approved, ratified and confirmed.


RESOLVED, that the Amendment 1 to the Operating Agreement, attached hereto as "Exhibit B," is hereby approved, ratified and confirmed.

The foregoing corporate action shall have the effect and validity as though duly taken by unanimous action of the Board of Managers of the Company at a meeting of said managers called and legally held.


Dated as of October 15, 2018.

  
\_\_\_\_\_  
Timothy J. Kenezey, Chairman

  
\_\_\_\_\_  
Anthony A. Bowser, Vice Chairman

  
\_\_\_\_\_  
Andrew M. DiGiorgio, Manager

ATTEST:

  
\_\_\_\_\_  
Angela Adams, Assistant Secretary

2018 OCT 11 A 11:19  
FILED

# Exhibit A

FILED

2010 DEC 14 A 1:39

TALLAHASSEE, FLORIDA

FIRST AMENDMENT TO  
CERTIFICATE OF ORGANIZATION  
OF  
WELLFLEET GROUP, LLC

Effective October 15, 2018, the following provisions of the Certificate of Organization of Consolidated Health Plans, LLC are amended to read as follows:

ARTICLE II

Name

The name of the Company is changed from Consolidated Health Plans, LLC to Wellfleet Group, LLC.

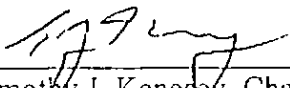
ARTICLE VII

Managing Member(s)

Section 2. Names and Post Office Addresses of the Managing Member(s).

The name of Daniel J. Landrigan is replaced with that of Anthony A. Bowser as a Managing Member of the Company.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, the person whose signature appears below does hereby affirm and execute this First Amendment to the Certificate of Organization as an authorized person this 15<sup>th</sup> day of October, 2018.

  
\_\_\_\_\_  
Timothy J. Kenesey, Chairman of the Board

FILED  
2018 DEC 11 A 1:15  
FALL RIVER, MASS.

# Exhibit B

FILED

2010 DEC 14 A 1:59

FALLA ACADEMY, FLORIDA

**AMENDMENT 1 TO THE  
OPERATING AGREEMENT OF  
WELLFLEET GROUP, LLC**

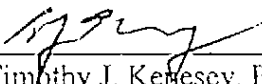
This Amendment 1 to the Operating Agreement of Wellfleet Group, LLC, a limited liability company organized in the Commonwealth of Massachusetts, is entered into by and among the undersigned Persons executing this Agreement as Members.

Effective October 15, 2018, the Company's name shall be changed from Consolidated Health Plans, LLC to:

**Wellfleet Group, LLC**

IN WITNESS WHEREOF, this Amendment 1 to the Operating Agreement has been executed as of the date indicated below.

The Medical Protective Company, an Indiana  
corporation

By:   
Timothy J. Kepesey, President and  
Chief Executive Officer

**FILED**  
2018 DEC 14 A 1:19  
TALLAHASSEE, FLORIDA